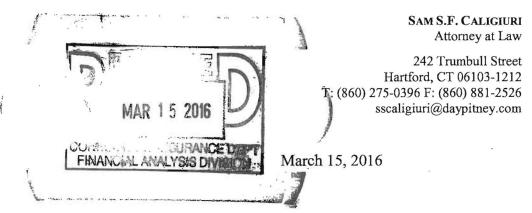
BOSTON CONNECTICUT FLORIDA NEW JERSEY NEW YORK WASHINGTON, DC



VIA HAND DELIVERY

Kathryn Belfi Director of Financial Regulation Connecticut Insurance Department 153 Market Street PO Box 816 Hartford, CT 06142-0816

Re: <u>Docket # EX-15-150</u> – Amended and Restated Form A State Regarding the Acquisition of Control of PHL Variable Insurance Company, Phoenix Life and Annuity Company, and American Phoenix Life and Reassurance Company

Dear Ms. Belfi:

Enclosed please find the following:

- One (1) original and five (5) copies of the response letter to your March 8, 2016 letter;
- One (1) original and five (5) copies of the Amended and Restated Form A and all attachments thereto;
- Six (6) copies of a blackline of the Form (A) (as originally filed) against the Amended and Restated Form A (under separate seal as these documents are being submitted confidentially and are not subject to disclosure);
- One (1) original and five (5) copies of the Biographical Affidavits for J. Cohen, J. O'Connor and J. Olshansky;
- Six (6) copies of the <u>redacted</u> Biographical Affidavits for J. Cohen, J. O'Connor and J. Olshansky;

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M DAY PITNEY LLP

Kathy Belfi March 15, 2016 Page 2

> A USB key containing .pdf files of the response letter and Amended and Restated Form A and all attachments thereto (including the redacted Biographical Affidavits).

Please do not hesitate to contact me at <u>sscaligiuri@daypitney.com</u> and 860-275-0396 with any questions regarding this filing.

Yours very truly,

Sam S.F. Caligiuri

SSFC/ejk Enclosures

cc: Kostas Cheliotis, Esq. Michael D. Devins, Esq.